

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:)	Chapter 11
)	
PQ New York, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 13-3841022)	
)	
)	
In re:	)	Chapter 11
)	
33rd Street Bakery, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 55-0815232)	
)	
)	
In re:	)	Chapter 11
)	
Florence Bakery, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 01-0735180)	
)	
)	
In re:	)	Chapter 11
)	
LPQ 14th & K Street, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 81-4660959)	
)	

In re:	)	Chapter 11
LPQ 205 Bleecker, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 81-2842741)	
)	
In re:	)	Chapter 11
LPQ 85 Broad, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-4056017)	
)	
In re:	)	Chapter 11
LPQ Aventura, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 82-2133441)	
)	
In re:	)	Chapter 11
LPQ Cabin John, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 82-1581353)	
)	
In re:	)	Chapter 11
LPQ Claremont, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8696187)	

<hr/> <p>In re:</p> <p>LPQ Coconut Grove, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-3062213</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ Garden City, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-3887848</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ King & Hudson, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-4863393</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ N. Wells St, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-3724277</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ Naperville, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 82-1182774</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

<hr/> <p>In re:</p> <p>LPQ North Michigan, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-1091095</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ Pasadena, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 57-1204042</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ Reston, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-4887396</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ Sailboat Pond, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 47-3801984</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>LPQ South End Ave, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 81-2349268</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

In re:	)	Chapter 11
LPQ South Gayley, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-5652335)	
)	
In re:	)	Chapter 11
LPQ South Lasalle, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-2294482)	
)	
In re:	)	Chapter 11
LPQ Toluca Lake, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 82-3564919)	
)	
In re:	)	Chapter 11
LPQ West 55th & 8th St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-3667178)	
)	
In re:	)	Chapter 11
LPQ Woodbury, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-4067777)	

<hr/> <p>In re:</p> <p>PQ 17th Street, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-3856595</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ 44th & Madison, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-4042573</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ 44th Street, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-1895836</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ 53rd Street, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-3287577</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ 550 Hudson, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-8718084</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

In re:	)	Chapter 11
PQ 55th & 1st, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-2655114)	
In re:	)	Chapter 11
PQ 6th & Olive, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-2068259)	
In re:	)	Chapter 11
PQ 6th Ave., Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0810348)	
In re:	)	Chapter 11
PQ 8th & Walnut, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-5348964)	
In re:	)	Chapter 11
PQ 8th Street, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 55-0859827)	

<hr/> <p>In re:</p> <p>PQ 933 Broadway, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-2816013</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ 97th Street, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-1666023</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Alexandria, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-8465888</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Americana, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-5498299</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Bakery, LLC,</p> <p>Debtor.</p> <p>Tax I.D. No. 13-3876135</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

In re:	)	Chapter 11
PQ Battery Park, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-2555152)	
In re:	)	Chapter 11
PQ Bethesda, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5996531)	
In re:	)	Chapter 11
PQ Beverly Hills, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 22-3787742)	
In re:	)	Chapter 11
PQ Blaine Mansion, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-1429051)	
In re:	)	Chapter 11
PQ Bleecker, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-2414729)	

In re:	)	Chapter 11
PQ Brentwood, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 22-3844756)	
)	
In re:	)	Chapter 11
PQ Bryant Park, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5575991)	
)	
In re:	)	Chapter 11
PQ Calabasas, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-2794376)	
)	
In re:	)	Chapter 11
PQ Capitol Hill, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-2878301)	
)	
In re:	)	Chapter 11
PQ Carnegie Hill, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-1788589)	

In re:	)	Chapter 11
PQ Culver Plaza, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4715286)	
In re:	)	Chapter 11
PQ East 65th St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3680707)	
In re:	)	Chapter 11
PQ East 77th, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2346476)	
In re:	)	Chapter 11
PQ East 83rd St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-2425894)	
In re:	)	Chapter 11
PQ Encino Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4787992)	

In re:	)	Chapter 11
PQ First Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-4140816)	
)	
In re:	)	Chapter 11
PQ French Market, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4165687)	
)	
In re:	)	Chapter 11
PQ Georgetown, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8589452)	
)	
In re:	)	Chapter 11
PQ Gold Coast, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4160489)	
)	
In re:	)	Chapter 11
PQ Granary, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4384815)	

In re:	)	Chapter 11
PQ Greenwich, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0421037)	
)	
In re:	)	Chapter 11
PQ Harbor Point, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4700629)	
)	
In re:	)	Chapter 11
PQ Larchmont, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-1429298)	
)	
In re:	)	Chapter 11
PQ Lexington, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-4083561)	
)	
In re:	)	Chapter 11
PQ Lincoln Park, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4135912)	

In re:	)	Chapter 11
PQ Lincoln Square, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2347388)	
)	
In re:	)	Chapter 11
PQ Manhattan Beach, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2406653)	
)	
In re:	)	Chapter 11
PQ Meatpacking District, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-1647992)	
)	
In re:	)	Chapter 11
PQ Melrose, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 02-0586441)	
)	
In re:	)	Chapter 11
PQ Merrifield, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4870147)	

In re:	)	Chapter 11
PQ Mineral Springs, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0663684)	
)	
In re:	)	Chapter 11
PQ Montague, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4042604)	
)	
In re:	)	Chapter 11
PQ Mt. Vernon, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3083145)	
)	
In re:	)	Chapter 11
PQ New Canaan, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-2987955)	
)	
In re:	)	Chapter 11
PQ Newport Beach Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-5125362)	

In re:	)	Chapter 11
PQ Operations, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-5459665)	
)	
In re:	)	Chapter 11
PQ Park & 33rd, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-2438346)	
)	
In re:	)	Chapter 11
PQ Park Slope, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-1897923)	
)	
In re:	)	Chapter 11
PQ Robertson, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5726845)	
)	
In re:	)	Chapter 11
PQ Rye, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-3325061)	

In re:)	
PQ San Vicente, Inc.,	)	Chapter 11
Debtor.)	
Tax I.D. No. 20-8755203	)	Case No. 20-[●] ([●])
)	
In re:	)	Chapter 11
PQ Santa Monica, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 11-3673828)	
)	
In re:	)	Chapter 11
PQ Soho, LLC,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 13-4051012)	
)	
In re:	)	Chapter 11
PQ Spring Valley, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 26-2878218)	
)	
In re:	)	Chapter 11
PQ Studio City, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 55-0862963)	

In re:	)	Chapter 11
PQ The Village at Topanga, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3890412)	
)	
In re:	)	Chapter 11
PQ Tribeca, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8466008)	
)	
In re:	)	Chapter 11
PQ Tysons Corner, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4870257)	
)	
In re:	)	Chapter 11
PQ UN, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-4119229)	
)	
In re:	)	Chapter 11
PQ Union Square, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5726712)	

In re:	)	Chapter 11
PQ West 72nd, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-4146147)	
)	
In re:	)	Chapter 11
PQ West 84th, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-1682512)	
)	
In re:	)	Chapter 11
PQ Westlake, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-5200077)	
)	
In re:	)	Chapter 11
PQ Wildwood, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4608179)	
)	
In re:	)	Chapter 11
Tuxedo Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0909905)	

In re:)	
	)	Chapter 11
Walnut St. Bakery, Inc.,)	
	)	Case No. 20-[●] ([●])
Debtor.)	
)	
Tax I.D. No. 46-2475420)	
)	

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

PQ New York, Inc. (“**PQ NY**”) and certain of its affiliates that are debtors and debtors in possession (each a “**Debtor**” and collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) hereby file this motion (this “**Motion**”) for entry of an order, under rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), directing joint administration of the Chapter 11 Cases for procedural purposes only and granting related relief. This Motion is supported by the *Declaration of Steven J. Fleming in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “**First Day Declaration**”) filed concurrently herewith.¹ In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ Capitalized terms used, but not defined, herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

3. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing the Chapter 11 Cases under Title 11 of the United States Code, 11 U.S.C. §§ 101-1532, *et. seq.* (the “**Bankruptcy Code**”). The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in the Chapter 11 Cases.

5. The Debtors are headquartered in New York and, prior to the COVID-19 outbreak, operated 98 restaurants in the United States under the trade name Le Pain Quotidien. Prior to the Petition Date, the Debtors were forced to shutter all locations and terminate substantially all of their employees due to the circumstances surrounding the COVID-19 pandemic. The purpose of these Chapter 11 Cases is to consummate a going-concern sale transaction (the “**Sale**”) of substantially all of the Debtors’ assets to LPQ USA, LLC, an affiliate of Aurify Brands, LLC (the “**Purchaser**”), in a transaction that will provide for the reopening of no fewer than thirty-five (35) restaurant locations,² create approximately 1,000 jobs, provide for

² The Purchaser is very interested in reaching consensual agreements with as many of the Debtors’ landlords as possible on renegotiated lease terms. In that regard, the Debtors’ landlords are encouraged to contact the Purchaser’s counsel, Katten Muchin Rosenman LLP, Steven Reisman (sreisman@katten.com, (212) 940-8700)

the re-employment of a number of the Debtors' former employees, and continue to serve the Debtors' loyal customers. The proposed Sale enables the Debtors to avoid what otherwise would have been a complete liquidation, thereby maintaining a go-forward business partner and tenant for certain of the Debtors' vendors and landlords, respectively.

6. Additional information about the Debtors' businesses and affairs, capital structure and prepetition indebtedness and the events leading up to the Petition Date can be found in the First Day Declaration, which is incorporated herein by reference.

RELIEF REQUESTED

7. By this Motion, and pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, the Debtors seek entry of an order (the "**Proposed Order**") directing the joint administration of the Chapter 11 Cases for procedural purposes only. Specifically, the Debtors request that the Court maintain one file and one docket for all of the Chapter 11 Cases under the case of PQ NY, and that the Chapter 11 Cases be administered under a consolidated caption, as follows:

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
PQ New York, Inc., <i>et al.</i>,	)	Case No. 20-[●] ([●])
)	
Debtors.	)	(Jointly Administered)
)	
)	

8. The Debtors also propose to include the following footnote in each pleading filed and notice mailed by the Debtors, providing a reference to the lead Debtor in the Chapter 11 Cases (*i.e.*, PQ NY), the last four digits of its tax identification number, and its address:

and/or Cindi Giglio (cgiglio@katten.com, (212) 940-3828) should they wish to engage in discussions to enter into a new lease agreement with the Purchaser.

The last four digits of PQ New York, Inc.'s federal tax identification number are 1022. The mailing address for the debtors is 50 Broad Street, New York, New York 10004. Due to the large number of debtors in these chapter 11 cases, for which the debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors' proposed claims and noticing agent at www.donlinrecano.com/pqny.

9. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket in each of the Chapter 11 Cases (other than the Chapter 11 Case of PQ NY) to reflect the joint administration of the Chapter 11 Cases:

An order has been entered in this case consolidating this case with the case of PQ New York, Inc. (Case No. 20-[●] ([●])) for procedural purposes only and providing for its joint administration in accordance with the terms hereof. The docket in Case No. 20-[●] ([●]) should be consulted for all matters affecting this case.

10. In addition, the Debtors request that the Court waive the requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for the inclusion of the Debtors' full tax identification numbers in the captions for the Debtors' filings with the Court and notices sent to creditors.

BASIS FOR RELIEF

11. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." The Debtors are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, the Court is authorized to grant the requested relief by virtue of the fact that PQ NY is an affiliate of each of the other Debtors. Local Rule 1015-1 provides additional authority for the Court to order joint administration of the Chapter 11 Cases, stating that "[a]n order of joint administration may be entered, without notice

and an opportunity for hearing, upon the filing of a motion for joint administration” Del. Bankr. L.R. 1015-1.

12. On the date hereof, the Debtors commenced the 105 Chapter 11 Cases referenced above by filing petitions for voluntary relief with the Court. Given the provisions of the Bankruptcy Rules and the Local Rules and the Debtors’ affiliation, joint administration of the Chapter 11 Cases is warranted and will provide significant administrative convenience without harming the substantive rights of any party in interest. Joint administration will avoid the preparation, replication, service and filing, as applicable, of duplicative notices, applications and orders, thereby saving the Debtors considerable expense and resources. The Debtors’ financial affairs and business operations are closely related. Many of the motions, hearings and orders in the Chapter 11 Cases will affect each Debtor and its respective estate. The rights of creditors will not be adversely affected, as this Motion requests only administrative, and not substantive, consolidation of the estates. Moreover, each creditor can still file its claim against a particular estate. In fact, all creditors will benefit by the reduced costs that will result from the joint administration of the Chapter 11 Cases. The Court also will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) will be simplified.

13. Furthermore, given the voluminous number of Debtors, it is appropriate to waive the requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for the inclusion of the Debtors’ full tax identification numbers in the captions for the Debtors’ filings with the Court and notices sent to creditors.³ This information is available on all of the

³ Indeed, in other jointly administered cases involving a large numbers of debtors, courts in this District have approved case captions that do not list the name, address and last 4 digits of each debtor’s taxpayer

Debtors' chapter 11 petitions. Waiver of this requirement is purely procedural in nature and will ease the administrative burden on the Debtors.

14. Similar relief to that requested in this Motion is routinely approved by bankruptcy courts in this jurisdiction under similar circumstances and generally is non-controversial. *See, e.g., In re RentPath Holdings, Inc.*, Case No. 20-10312 (BLS) (Bankr. D. Del. Feb. 13, 2020); *In re Bumble Bee Parent, Inc.*, Case No. 19-12502 (LSS) (Bankr. D. Del. Nov. 22, 2019); *In re Forever 21, Inc.*, Case No. 19-12122 (KG) (Bankr. D. Del. Oct. 1, 2019); *In re VER Technologies Holdco LLC*, Case No. 18-10834 (KG) (Bankr. D. Del. Apr. 6, 2018).

NOTICE

15. The Debtors will serve notice of this Motion upon: (i) the U.S. Trustee; (ii) the Debtors' consolidated list of creditors holding the twenty largest unsecured claims; (iii) counsel to the Purchaser; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the District of Delaware; and (vi) all parties entitled to notice pursuant to Local Rule 9013-1(m). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

NO PRIOR REQUEST

16. No prior application for the relief requested herein has been made to this or any other court.

identification number in the caption, and have found such case captions to be appropriate. *See, e.g., In re Woodbridge Group of Companies, LLC*, No. 17-12560 (KJC) (Bankr. D. Del. Dec. 5, 2017); *In re Energy Future Holdings Corp.*, No. 14-10979 (CSS) (Bankr. D. Del. June 5, 2014); *In re DSI Holdings, Inc.*, No. 11-11941 (KJC) (Bankr. D. Del. June 28, 2011).

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: May 27, 2020
Wilmington, Delaware

/s/ Brendan J. Schlauch

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*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

)	
In re:	)	Chapter 11
)	
PQ New York, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 13-3841022)	
)	
)	
In re:	)	Chapter 11
)	
33rd Street Bakery, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 55-0815232)	
)	
)	
In re:	)	Chapter 11
)	
Florence Bakery, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 01-0735180)	
)	
)	
In re:	)	Chapter 11
)	
LPQ 14th & K Street, Inc.,	)	Case No. 20-[●] ([●])
)	
Debtor.)	
)	
Tax I.D. No. 81-4660959)	
)	

In re:	)	Chapter 11
LPQ Coconut Grove, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 81-3062213)	
)	
In re:	)	Chapter 11
LPQ Garden City, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-3887848)	
)	
In re:	)	Chapter 11
LPQ King & Hudson, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-4863393)	
)	
In re:	)	Chapter 11
LPQ N. Wells St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-3724277)	
)	
In re:	)	Chapter 11
LPQ Naperville, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 82-1182774)	

Tax I.D. No. 47-1091095

Case No. 20-[●] ([●])

Tax I.D. No. 57-1204042

Case No. 20-[●] ([●])

Tax I.D. No. 81-4887396

Case No. 20-[●] ([●])

Tax I.D. No. 47-3801984

Case No. 20-[●] ([●])

Tax I.D. No. 81-2349268

Case No. 20-[●] ([●])

In re:	)	Chapter 11
LPQ South Gayley, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-5652335)	
)	
In re:	)	Chapter 11
LPQ South Lasalle, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-2294482)	
)	
In re:	)	Chapter 11
LPQ Toluca Lake, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 82-3564919)	
)	
In re:	)	Chapter 11
LPQ West 55th & 8th St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-3667178)	
)	
In re:	)	Chapter 11
LPQ Woodbury, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 47-4067777)	

Tax I.D. No. 46-2655114

Case No. 20-[●] ([●])

Tax I.D. No. 46-2068259

Case No. 20-[●] ([●])

Tax I.D. No. 27-0810348

Case No. 20-[●] ([●])

Tax I.D. No. 27-5348964

Case No. 20-[●] ([●])

Tax I.D. No. 55-0859827

Case No. 20-[●] ([●])

In re:	)	Chapter 11
PQ 933 Broadway, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-2816013)	
)	
In re:	)	Chapter 11
PQ 97th Street, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-1666023)	
)	
In re:	)	Chapter 11
PQ Alexandria, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8465888)	
)	
In re:	)	Chapter 11
PQ Americana, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-5498299)	
)	
In re:	)	Chapter 11
PQ Bakery, LLC,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-3876135)	

In re:	)	Chapter 11
PQ Battery Park, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-2555152)	
)	
In re:	)	Chapter 11
PQ Bethesda, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5996531)	
)	
In re:	)	Chapter 11
PQ Beverly Hills, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 22-3787742)	
)	
In re:	)	Chapter 11
PQ Blaine Mansion, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-1429051)	
)	
In re:	)	Chapter 11
PQ Bleecker, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-2414729)	

<hr/> <p>In re:</p> <p>PQ Brentwood, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 22-3844756</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Bryant Park, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-5575991</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Calabasas, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-2794376</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Capitol Hill, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-2878301</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Carnegie Hill, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-1788589</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

<hr/> <p>In re:</p> <p>PQ Carroll Square, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-2794723</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Central Park, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-0110573</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Chelsea, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-5257020</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Chevy Chase, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-1946989</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Clarendon, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-3304004</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

In re:	)	Chapter 11
PQ Culver Plaza, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4715286)	
)	
In re:	)	Chapter 11
PQ East 65th St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3680707)	
)	
In re:	)	Chapter 11
PQ East 77th, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2346476)	
)	
In re:	)	Chapter 11
PQ East 83rd St, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-2425894)	
)	
In re:	)	Chapter 11
PQ Encino Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4787992)	

In re:)	
PQ First Inc.,	)	Chapter 11
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 13-4140816)	
)	
In re:	)	Chapter 11
PQ French Market, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4165687)	
)	
In re:	)	Chapter 11
PQ Georgetown, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8589452)	
)	
In re:	)	Chapter 11
PQ Gold Coast, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4160489)	
)	
In re:	)	Chapter 11
PQ Granary, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4384815)	

In re:)	
PQ Greenwich, Inc.,	)	Chapter 11
Debtor.)	
Tax I.D. No. 27-0421037	)	Case No. 20-[●] ([●])
)	
In re:	)	Chapter 11
PQ Harbor Point, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 45-4700629)	
)	
In re:	)	Chapter 11
PQ Larchmont, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 26-1429298)	
)	
In re:	)	Chapter 11
PQ Lexington, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 13-4083561)	
)	
In re:	)	Chapter 11
PQ Lincoln Park, Inc.,)	
Debtor.	)	Case No. 20-[●] ([●])
Tax I.D. No. 46-4135912)	

In re:	)	Chapter 11
PQ Lincoln Square, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2347388)	
In re:	)	Chapter 11
PQ Manhattan Beach, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-2406653)	
In re:	)	Chapter 11
PQ Meatpacking District, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-1647992)	
In re:	)	Chapter 11
PQ Melrose, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 02-0586441)	
In re:	)	Chapter 11
PQ Merrifield, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4870147)	

In re:	)	Chapter 11
PQ Mineral Springs, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0663684)	
)	
In re:	)	Chapter 11
PQ Montague, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4042604)	
)	
In re:	)	Chapter 11
PQ Mt. Vernon, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3083145)	
)	
In re:	)	Chapter 11
PQ New Canaan, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-2987955)	
)	
In re:	)	Chapter 11
PQ Newport Beach Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-5125362)	

<hr/> <p>In re:</p> <p>PQ Operations, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 27-5459665</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Park & 33rd, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 45-2438346</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Park Slope, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 46-1897923</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Robertson, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 20-5726845</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>
<hr/> <p>In re:</p> <p>PQ Rye, Inc.,</p> <p>Debtor.</p> <p>Tax I.D. No. 26-3325061</p> <hr/>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p>

In re:	)	Chapter 11
PQ San Vicente, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8755203)	
)	
In re:	)	Chapter 11
PQ Santa Monica, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 11-3673828)	
)	
In re:	)	Chapter 11
PQ Soho, LLC,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-4051012)	
)	
In re:	)	Chapter 11
PQ Spring Valley, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-2878218)	
)	
In re:	)	Chapter 11
PQ Studio City, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 55-0862963)	

In re:	)	Chapter 11
PQ The Village at Topanga, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-3890412)	
)	
In re:	)	Chapter 11
PQ Tribeca, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8466008)	
)	
In re:	)	Chapter 11
PQ Tysons Corner, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4870257)	
)	
In re:	)	Chapter 11
PQ UN, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 26-4119229)	
)	
In re:	)	Chapter 11
PQ Union Square, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-5726712)	

In re:	)	Chapter 11
PQ Union Station, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-0919135)	
)	
In re:	)	Chapter 11
PQ Upper West, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-8696100)	
)	
In re:	)	Chapter 11
PQ Villa Marina, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-1031430)	
)	
In re:	)	Chapter 11
PQ Walnut Street, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-3101570)	
)	
In re:	)	Chapter 11
PQ Wayne, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-4841827)	

In re:	)	Chapter 11
PQ West 72nd, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 13-4146147)	
)	
In re:	)	Chapter 11
PQ West 84th, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 20-1682512)	
)	
In re:	)	Chapter 11
PQ Westlake, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-5200077)	
)	
In re:	)	Chapter 11
PQ Wildwood, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 45-4608179)	
)	
In re:	)	Chapter 11
Tuxedo Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 27-0909905)	

In re:	)	Chapter 11
Walnut St. Bakery, Inc.,	)	Case No. 20-[●] ([●])
Debtor.)	
Tax I.D. No. 46-2475420)	

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “**Motion**”)¹ of PQ New York, Inc. (“**PQ NY**”) and certain of its affiliates that are debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) for entry of an order, pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the joint administration of the Chapter 11 Cases for procedural purposes only, as more fully described in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and the Court having venue pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court having held a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and the Court having found that the

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Chapter 11 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 20-**[●]** (**[●]**).
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Chapter 11 Cases, the Debtors or the Debtors' estates.
4. The caption of the jointly administered Chapter 11 Cases shall read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>PQ New York, Inc., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 20-[●] ([●])</p> <p>(Jointly Administered)</p>
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¹ The last four digits of PQ New York, Inc.'s federal tax identification number are 1022. The mailing address for the debtors is 50 Broad Street, New York, New York 10004. Due to the large number of debtors in these chapter 11 cases, for which the debtors have requested joint administration, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors' proposed claims and noticing agent at www.donlinrecano.com/pqny.

5. The foregoing caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code.

6. All pleadings and notices shall be captioned as indicated in the preceding paragraph, and all original docket entries shall be made in the case of PQ New York, Inc., Case No. 20-[●] ([●]).

7. A docket entry shall be made in each of the Chapter 11 Cases (other than the Chapter 11 Case of PQ NY) substantially as follows:

An order has been entered in this case consolidating this case with the case of PQ New York, Inc. (Case No. 20-[●] ([●])) for procedural purposes only and providing for its joint administration in accordance with the terms hereof. The docket in Case No. 20-[●] ([●]) should be consulted for all matters affecting this case.

8. The Debtors and the Clerk of the Court are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.